



CORPORATION SERVICE COMPANY

RECORDATION NO 25198-Q FILED

MAY 24 '07

3-21 PM

SURFACE TRANSPORTATION BOARD



May 23, 2007

Karen January  
Surface Transportation Board  
Recordation Office  
395 East Street SW  
Washington, DC 20423  
202-245-0401

RE: 914566/005

Dear Karen:

Please process the enclosed documents for the service indicated below:

**COMMIT DATE: 05/31/2007**

**PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.**

**Secondary STB Filing**

A check is enclosed in the amount of \$35.00 to: Surface Transportation Board

**Mailing instructions:**

Forward the acknowledgement to our office. Appropriate FedEx envelopes have been provided for your use.

**Special instructions:**

**Lessee:**

BNSF Railway Company  
2650 Lou Menk Drive, 1<sup>st</sup> Floor  
Fort Worth, TX 76131

**Lessor:**

The CIT Group/Equipment Financing, Inc.  
30 South Wacker Drive, Suite 3000  
Chicago, IL 60606

Thank you for your assistance in this matter.

Sincerely,

April O'Shea 1-800-995-5071 ext. 3813  
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 15th day of May, 2007, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 30 South Wacker Drive, Suite 3000, Chicago, Illinois 60606 (the "Lessor"), and BNSF RAILWAY COMPANY, a Delaware corporation, with an address at 2650 Lou Menk Drive, 1<sup>st</sup> Floor, Fort Worth, TX 76131-2830 (the "Lessee", and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Full Service Railcar Lease (the "Lease") dated as of June 23, 2004, effective as of April 16, 2004, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on September 22, 2004 and given Recordation Number 25198.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Richard A. Latini  
Name: RICHARD LATINI  
Title: SVP Leasing

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

BNSF RAILWAY COMPANY

By: Richard A. Margl  
Name: RICHARD A. MARGL  
Title: AVP Carload Equipment

# Schedule A

Number of Cars

Equipment Description

133

4,200 c.f. aluminum bottom discharge coal hopper

1	CEFX	60034	53	CEFX	60178	105	CEFX	62162
2	CEFX	60050	54	CEFX	60179	106	CEFX	62164
3	CEFX	60051	55	CEFX	60180	107	CEFX	62235
4	CEFX	60052	56	CEFX	60181	108	CEFX	62297
5	CEFX	60053	57	CEFX	60182	109	CEFX	62592
6	CEFX	60054	58	CEFX	60183	110	CEFX	62612
7	CEFX	60074	59	CEFX	60184	111	CEFX	62633
8	CEFX	60082	60	CEFX	60186	112	CEFX	62651
9	CEFX	60107	61	CEFX	60187	113	CEFX	62689
10	CEFX	60115	62	CEFX	60188	114	CITX	600100
11	CEFX	60121	63	CEFX	60189	115	CITX	600101
12	CEFX	60123	64	CEFX	60190	116	CITX	600102
13	CEFX	60129	65	CEFX	60191	117	CITX	600103
14	CEFX	60130	66	CEFX	60192	118	CITX	600104
15	CEFX	60131	67	CEFX	60193	119	CITX	600105
16	CEFX	60132	68	CEFX	60195	120	CITX	600106
17	CEFX	60133	69	CEFX	60196	121	CITX	600107
18	CEFX	60134	70	CEFX	60197	122	CITX	600108
19	CEFX	60135	71	CEFX	60198	123	CITX	600110
20	CEFX	60136	72	CEFX	60200	124	CITX	600111
21	CEFX	60137	73	CEFX	60201	125	CITX	600112
22	CEFX	60138	74	CEFX	60202	126	CITX	600113
23	CEFX	60139	75	CEFX	60203	127	CITX	600114
24	CEFX	60140	76	CEFX	60205	128	CITX	600115
25	CEFX	60141	77	CEFX	60206	129	CITX	600116
26	CEFX	60142	78	CEFX	60207	130	CITX	600117
27	CEFX	60143	79	CEFX	60208	131	CITX	600118
28	CEFX	60146	80	CEFX	60209	132	CITX	600120
29	CEFX	60148	81	CEFX	60210	133	CITX	600123
30	CEFX	60149	82	CEFX	60213			
31	CEFX	60150	83	CEFX	60214			
32	CEFX	60151	84	CEFX	60215			
33	CEFX	60153	85	CEFX	60217			
34	CEFX	60154	86	CEFX	60218			
35	CEFX	60155	87	CEFX	60219			
36	CEFX	60156	88	CEFX	60220			
37	CEFX	60157	89	CEFX	60221			
38	CEFX	60158	90	CEFX	60222			
39	CEFX	60159	91	CEFX	60223			
40	CEFX	60160	92	CEFX	60224			
41	CEFX	60161	93	CEFX	60227			
42	CEFX	60164	94	CEFX	60228			
43	CEFX	60165	95	CEFX	60229			
44	CEFX	60166	96	CEFX	60230			
45	CEFX	60167	97	CEFX	60231			
46	CEFX	60168	98	CEFX	60233			
47	CEFX	60169	99	CEFX	60234			
48	CEFX	60170	100	CEFX	60235			
49	CEFX	60171	101	CEFX	60236			
50	CEFX	60172	102	CEFX	60237			
51	CEFX	60173	103	CEFX	60238			
52	CEFX	60174	104	CEFX	60239			